Board Effectiveness and Director Duties: Governance for Boards and Directors

12 – 16 October 2026
Barcelona - Eixample district four-star

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Introduction

Governance failures seldom occur because organisations lack formal policies; they arise when oversight breaks down, management information lacks transparency, conflicts remain unaddressed, or board members fail to challenge executive proposals. Directors face mounting scrutiny regarding their legal obligations, strategic stewardship, and personal accountability for organizational failures. This five-day course establishes rigorous governance disciplines to evaluate and elevate board effectiveness and director duties across listed, private, and state-owned entities using recognized international frameworks. Participants examine structural dysfunctions and practical boardroom dilemmas to formulate an actionable Board Effectiveness Improvement Plan supported by Core Concept.

Course Objectives

- Delineate governing body duties from executive management responsibilities using ISO 37000:2021 and G20/OECD principles.
- Fulfill fiduciary duties of care and loyalty while managing conflicts of interest and related-party exposures.
- Optimize board composition, director independence criteria, and committee architecture to match enterprise risk.
- Direct strategic oversight and principal risk monitoring using structured reporting architectures.
- Conduct rigorous board evaluation using objective performance criteria to resolve behavioral dysfunctions.
- Construct a defensible Board Effectiveness Improvement Plan addressing identified governance gaps.

Target Audience

- Independent and non-executive directors serving corporate or public boards
- Board chairs and committee leaders directing board governance and agendas
- Chief executives and C-suite leaders reporting directly to governing bodies
- Institutional investors and family office principals appointing board members
- Governance professionals and corporate secretaries advising board members

Course Outline

Day 1: The Governing Body and Its Role

- Governing body responsibilities under ISO 37000:2021 governance principles
- Board responsibilities defined by the G20/OECD Principles of Corporate Governance
- Formulating an explicit schedule of matters reserved for the board
- Comparative analysis of unitary and two-tier board structures
- Baseline diagnostic using a formal governance self-assessment questionnaire

Day 2: Director Duties and Board Structures

- Fiduciary duties including duty of care, duty of loyalty, and the business judgement rule
- Registering related-party transactions and formal conflicts of interest declarations
- Designing board committee charters for audit, risk, nomination, and remuneration
- Establishing director independence criteria and conducting annual independence evaluations
- Board composition analysis using a skills and diversity matrix

Day 3: Board Oversight in Practice

- Structuring the annual board calendar and forward agenda planning
- Information architecture and quality control for executive board packs
- Corporate strategy oversight utilizing the balanced scorecard framework
- Enterprise risk oversight aligned with COSO ERM principles and principal risk reports
- Boardroom leadership, chair decision protocols, and defensible board minutes

Day 4: Board Performance, Dynamics and Hard Cases

- Board evaluation methods including internal self-assessment, peer review, and external facilitation
- Detecting groupthink vulnerabilities using the Janis symptoms checklist
- Chief executive performance appraisal and executive succession planning frameworks
- Crisis governance mechanisms and board escalation protocols
- Sustainability oversight incorporating IFRS S1 and IFRS S2 disclosure standards

Day 5: Case Work and the Board Improvement Plan

- Case analysis of corporate collapse arising from systemic board oversight breakdowns
- Shareholder intervention scenario addressing board composition deficits
- Building an institutional board evaluation scorecard
- Formulating the Board Effectiveness Improvement Plan
- Peer challenge simulation and plan defense panel

Skills You Will Gain

- Corporate Governance Oversight
- Fiduciary Decision-Making
- Conflict of Interest Resolution
- Board Composition Planning
- Enterprise Risk Oversight
- Board Evaluation Methodologies
- Boardroom Leadership
- Executive Succession Governance

Why Attend This Course

- Acquire actionable methodologies to discharge oversight duties without encroaching on executive operations.
- Detect subtle governance failures, information asymmetry, and behavioral conformity before crises emerge.
- Structure defensible committee mandates and board evaluation cycles aligned with international benchmarks.
- Produce a prioritized Board Effectiveness Improvement Plan ready for formal presentation to the chair.

Conclusion

Sound corporate governance protects institutional continuity, protects shareholder trust, and insulates directors from personal liability. By mastering the core tenets of ISO 37000:2021, the G20/OECD principles, and robust risk oversight mechanisms, participants gain the diagnostic precision required to elevate boardroom performance. The practical frameworks and evaluation tools provided throughout the programme equip directors to lead with clarity, interrogate executive reports constructively, and implement lasting governance enhancements.

Frequently Asked Questions

What international frameworks inform this course?

The curriculum draws directly on the ISO 37000:2021 governance standard, the G20/OECD Principles of Corporate Governance, COSO ERM, and IFRS sustainability disclosure guidelines.

What practical deliverable will participants produce?

Each participant drafts a tailored Board Effectiveness Improvement Plan designed to address governance gaps, committee structures, and oversight practices within their specific organization.